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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, FREUDENBERG-NOK GENERAL PARTNERSHIP (AND
ITS SUBSIDIARIES VIBRACOUSTIC DE MEXICO, S.A. DE C.V.,
FREUDENBERG-NOK, INC., FREUDENBERG-NOK DE QUERETARO,
S.A. DE C.V., AND FREUDENBERG-NOK DE MEXICO, S.A. DE C.V.),
AND FREUDENBERG-NOK MECHATRONICS GMBH & CO. KG
WITHDRAWING PROOFS OF ADMINISTRATIVE EXPENSE
CLAIM NUMBERS 19035, 19167, 19277, 19923 AND 19924

(FREUDENBERG-NOK GENERAL PARTNERSHIP)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Freudenberg-NOK General Partnership (And Its Subsidiaries Vibracoustic De Mexico, S.A. De C.V., Freudenberg-NOK, Inc., Freudenberg-NOK De Queretaro, S.A. De C.V., And Freudenberg-NOK De Mexico, S.A. De C.V.) (collectively, "Freudenberg-NOK General Partnership"), Freudenberg-NOK Mechatronics GmbH & Co. KG ("Freudenberg-NOK Mechatronics" together with Freudenberg-NOK General Partnership, "Freudenberg"), respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Freudenberg-NOK General Partnership (And Its Subsidiaries Vibracoustic De Mexico, S.A. De C.V., Freudenberg-NOK, Inc., Freudenberg-NOK De Queretaro, S.A. De C.V., And Freudenberg-NOK De Mexico, S.A. De C.V.) Withdrawing Proofs Of Administrative Expense Claim Numbers 19035, 19167, 19277, 19923 And 19924 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 14, 2009, Freudenberg-NOK Mechatronics filed proof of administrative expense claim number 19167 against Delphi and DAS LLC which asserts an administrative expense claim in the amount \$11,256.84 and EUR 2,935.90 for goods sold to the Debtors ("Claim 19167").

WHEREAS, on July 14, 2009, Freudenberg-NOK General Partnership filed proof

of administrative expense claim number 19277 against Delphi and DAS LLC which asserts an administrative expense claim in the amount of \$270,788.27 for goods sold to the Debtors ("Claim 19277").

WHEREAS, on July 15, 2009, Freudenberg-NOK General Partnership filed proof of administrative expense claim number 19035 against Delphi and DAS LLC which asserts an administrative expense claim in the amount of \$270,788.27 for goods sold to the Debtors ("Claim 19035").

WHEREAS, on November 4, 2009, Freudenberg-NOK Mechatronics filed proof of administrative expense claim number 19923 against Delphi and DAS LLC which asserts an administrative expense claim in the amount of \$40,929.90 for goods sold to the Debtors ("Claim 19923").

WHEREAS, on November 4, 2009, the Freudenberg-NOK General Partnership filed proof of administrative expense claim number 19924 against Delphi and DAS LLC which asserts an administrative expense claim in the amount of \$1,250,412.47 for goods sold to the Debtors ("Claim 19924," and together with Claim 19035, Claim 19167, Claim 19277, and Claim 19923, the "Claims").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, the Claimants filed the Response Of Freudenberg-NOK General Partnership (And Its Subsidiaries Vibracoustic De Mexico, S.A. De C.V., Freudenberg-NOK, Inc., Freudenberg-NOK De Queretaro, S.A. De C.V., And Freudenberg-NOK De Mexico, S.A. De C.V.) To Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests Insufficiently Benefit (E) Prepetition Claims, (F) Documented Claims, (G) Pension Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19458) (the "Response").

WHEREAS, Claim 19277 is duplicative of Claim 19035, and the obligations asserted in Claim 19035, Claim 19167, Claim 19923, and Claim 19924 arising before the Effective Date were valid and have been satisfied in full and no further amounts are owed on account of the Claims.

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims only, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that each of the Claims will be deemed withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. Claim 19277 is withdrawn as duplicative.
2. Because the amounts asserted in Claim 19035 were valid and have been satisfied in full, Claim 19035 is withdrawn.
3. Because the amounts asserted in Claim 19167 were valid and have been satisfied in full, Claim 19167 is withdrawn.
4. Because the amounts asserted in Claim 19923 arising before the Effective Date were valid and have been satisfied in full, Claim 19923 is withdrawn.
5. Because the amounts asserted in Claim 19924 arising before the Effective Date were valid and have been satisfied in full, Claim 19924 is withdrawn.
6. The Forty-Third Omnibus Claims Objection, with respect to the Claims only, and the Response are withdrawn.

7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 20th day of December, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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